

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Docket Nos. 444, 916, & 948

NOTICE OF CANCELLATION OF AUCTION

PLEASE TAKE NOTICE that, on December 16, 2024, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order (I) (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief* [Docket No. 444] (the “Bidding Procedures Order”).²

PLEASE TAKE FURTHER NOTICE that, on December 17, 2024, the Debtors filed the *Notice of Proposed Sale of Assets, Bidding Procedures, Auction and Sale Hearing* [Docket No. 454], providing notice that the Auction had been scheduled for February 7, 2025.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that, on February 4, 2025, the Debtors filed that certain *Notice of Adjournment of Auction* [Docket No. 916], adjourning the Auction to February 10, 2025 at 10:00 a.m. (ET).

PLEASE TAKE FURTHER NOTICE that, on February 10, 2025, the Debtors filed that certain *Notice of Further Adjournment of Auction* [Docket No. 948], adjourning the Auction(s) with respect to any Partial Asset Bids (i.e., Qualified Bids consisting of the Buddy's Assets, Vitamin Shoppe Assets, or PSP Assets) to February 12, 2025 at 10:00 a.m. (ET) and cancelling the Auction with respect to Bids for all or substantially all of the Debtors' Assets.

PLEASE TAKE FURTHER NOTICE that, as of the date hereof, the Debtors have not received any Partial Asset Bid(s) (i.e., Qualified Bids consisting of the Buddy's Assets, Vitamin Shoppe Assets, or PSP Assets).

PLEASE TAKE FURTHER NOTICE that, in accordance with the Bidding Procedures, the Debtors have elected, after consulting with the Consultation Parties, to cancel the Auction and adjourn the Sale Hearing indefinitely.

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Dated: February 12, 2025
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR,
LLP**

/s/ Shella Borovinskaya

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